

# HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

1333 Brewery Park Boulevard, Suite 101, Detroit, MI 48207-2699  
Telephone 313.396.6600 Facsimile 313.396.6117

WITH OFFICES IN  
CHICAGO • WASHINGTON • DALLAS

RECORDED

16401-D  
AUG 19 1996 1:55 PM

Mary P. Sclawy  
Direct line: 313.396.6357

August 13, 1996

Secretary  
Surface Transportation Board  
Room 2215  
12th and Constitution Ave. N.W.  
Washington, DC 20423

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Notice of Renumbering of Leased Locomotive Units, dated July 23, 1996 and executed by Grand Trunk Western Railroad, lessee under a certain lease dated as of June 1, 1989 (the "Lease"). The locomotives are subject to the Lease and to a Reconstruction and Conditional Sale Agreement, dated as of June 1, 1989 (the "RCSA").

The RCSA and the Lease were filed with the Interstate Commerce Commission on June 22, 1989 and assigned recordation numbers 16401 and 16401-A, respectively.

The parties to the agreements are:

Vendor/ Lessee	Grand Trunk Western Railroad Company, predecessor in interest to Grand Trunk Western Railroad Incorporated
Vendee/ Lessor	✓ Teco Investments, Inc.

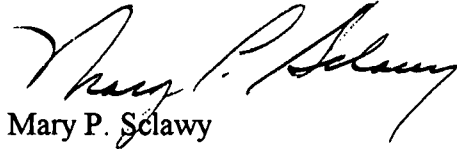
Assignee: Mercantile Safe - Deposit and Trust Company

The locomotives subject to this notice of renumbering and their reporting marks are as set forth on Schedule A to Notice of Renumbering, copy of which is attached hereto.

Enclosed is Grand Trunk Western Railroad's check No. 1783 in the amount of \$21.

Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned.

Sincerely,

A handwritten signature in cursive script, appearing to read "Mary P. Sclawy".

Mary P. Sclawy

C: John A. N. Lamont

CA 7539

# Schedule A to Notice of Renumbering

Rolling Stock Type: Diesel electric locomotives manufactured by the  
Electromotive Division of General Motors Corporation.

#	Original Lease * Mark & Number of all Units		Changed Lease Mark & Number		Current Lease Mark & Number of all Units	
1	GTW	4600	-	-	GTW	4600
2	GTW	4601	-	-	GTW	4601
3	GTW	4602	-	-	GTW	4602
4	GTW	4603	-	-	GTW	4603
5	GTW	4604	-	-	GTW	4604
6	GTW	4605	-	-	GTW	4605
7	GTW	4606	-	-	GTW	4606
8	GTW	4607	-	-	GTW	4607
9	GTW	4608	-	-	GTW	4608
10	GTW	5807	CV	5807	CV	5807
11	GTW	5844	-	-	GTW	5844
12	GTW	5845	-	-	GTW	5845
13	GTW	5846	-	-	GTW	5846
14	GTW	5847	-	-	GTW	5847
15	GTW	5848	-	-	GTW	5848
16	GTW	5849	-	-	GTW	5849
17	GTW	5917	-	-	GTW	5917
18	GTW	5920	-	-	GTW	5920
19	GTW	6416	-	-	GTW	6416
20	GTW	6418	-	-	GTW	6418
21	GTW	6419	-	-	GTW	6419

21

**SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001**

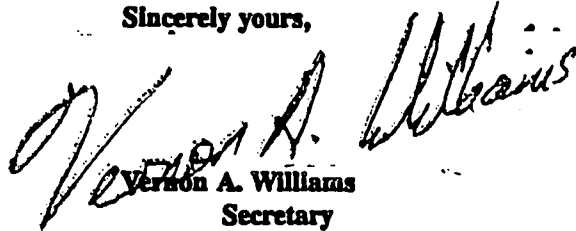
8/19/96

Mary P. Sclawy  
Hopkins & Sutter  
1333 Brewery Park Boulevard  
Ste. 101  
Detroit, Michigan 48207-2699

**Dear** Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/19/96 at 1:55PM , and assigned recordation number(s). 5565-F, 6062-E, 8490-D, 9860-P, 14421-I, 15268-E, 15700-D, 16401-D and 16904-D.

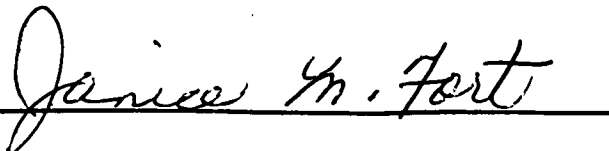
Sincerely yours,

  
Vernon A. Williams  
Secretary

**Enclosure(s)**

\$ 189.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



16401-D  
RECORDED

AUG 1 9 1996 - 1 55 PM

**NOTICE OF RENUMBERING**  
**OF LEASED LOCOMOTIVE UNITS**

**WHEREAS** *Mercantile-Safe Deposit and Trust Company* (predecessor-in-interest to *The Bank of New York*) as agent, *Grand Trunk Western Railroad Company* (predecessor-in-interest to *Grand Trunk Western Railroad Incorporated*) as builder ("GTW") and *Teco Investments, Inc.* as vendee ("Teco") entered into a *Reconstruction and Conditional Sale Agreement* dated as of 1 June 1989, as amended, (the "RCSA") covering the acquisition and reconstruction of 21 locomotives;

**WHEREAS** GTW as lessee (the "Lessee") entered into a *Lease of Railroad Equipment* dated as of 1 June 1989 (the "Lease"), with Teco as lessor, covering the 21 locomotives acquired and reconstructed pursuant to the RCSA;

**WHEREAS** the RCSA and the Lease were recorded with:

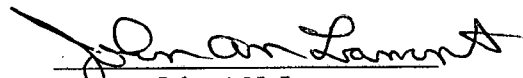
- 1) The Interstate Commerce Commission (predecessor to the Surface Transportation Board), in accordance with 49 U.S.C. Section 11303 (now Section 11301), on 22 June 1989 at 1:25 P.M. and assigned recordation numbers 16401 and 16401-A, respectively; and
- 2) The Office of the Registrar General of Canada, pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act), on 22 June 1989 at 10:15 A.M.

**NOW THEREFORE, TAKE NOTICE THAT** a) pursuant to the terms of the RCSA and the Lease, the Lessee has renumbered certain of the locomotives subject to the RCSA and the Lease, as set forth on Schedule A attached hereto and made a part hereof, and b) the Lessee shall cause this Notice of Renumbering to be filed at x) the Surface Transportation Board and y) the Office of the Registrar General of Canada.

**IN WITNESS WHEREOF**, this Notice of Renumbering has been executed, by an authorized signatory of the Lessee, as of the 23rd day of July 1996.

**GRAND TRUNK WESTERN RAILROAD  
INCORPORATED** as lessee

By:

  
John A.N. Lamont

GTW File Reference: CA 7539

## Schedule A to Notice of Renumbering

**Rolling Stock Type: Diesel electric locomotives manufactured by the  
Electomotive Division of General Motors Corporation.**

#	Original Lease *		Changed Lease		Current Lease	
	Mark & Number of all Units		Mark & Number		Mark & Number of all Units	
1	GTW	4600	-	-	GTW	4600
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14	GTW	5847	-	-	GTW	5847
15	GTW	5848	-	-	GTW	5848
16	GTW	5849	-	-	GTW	5849
17	GTW	5917	-	-	GTW	5917
18	GTW	5920	-	-	GTW	5920
19	GTW	6416	-	-	GTW	6416
20	GTW	6418	-	-	GTW	6418
21	GTW	6419	-	-	GTW	6419

PROVINCE OF QUEBEC       )  
  ) ss  
DISTRICT OF MONTREAL     )

On this 23 day of July, 1996, before me personally appeared John A.N. Lamont, to me personally known, who being by me duly sworn says that he is duly authorized to state that said instrument was signed on behalf of Grand Trunk Western Railroad Incorporated, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Commissioner for Oaths

My commission expires 26 July 1996

YVAN ROY  
Commissioner for Oaths  
Commissaire à l'Assermentation  
District - Montreal  
Expires July 26, 1996  
No. 126 531